

**ATTACHMENT Q-8**

**Articles of Incorporation and Certificate of Authority to Transact Business in Illinois**

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9818495  
EFFECTIVE DATE: 05/11/1998  
COUNTY : FULTON  
REFERENCE : 0044  
PRINT DATE : 05/14/1998  
FORM NUMBER : 311

ERICK H. ROCK  
3475 LENOX RD STE 990  
ATLANTA GA 30326

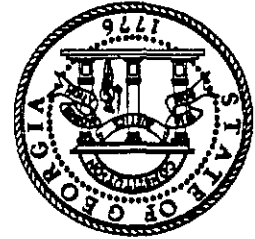
### CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

ERNEST COMMUNICATIONS, INC.  
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF ERNEST COMMUNICATIONS, INC.**

**I.**

The name of the Corporation is: Ernest Communications, Inc.

**II.**

The Corporation shall have authority to issue Two Million (2,000,000) shares of common stock ("Common Stock"). Each share of Common Stock shall be identical in all respects and for all purposes and entitled to one vote in all proceedings in which action may or is required to be taken by shareholders of the Corporation; participate equally in all dividends payable with respect to Common Stock, as, if, and when declared by the Board of Directors of the Corporation; and share ratably in all distributions of assets of the Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of the Corporation or any other distribution of assets, rights, or property.

**III.**

The initial registered office of the Corporation shall be at 3475 Lenox Rd. NE, Suite 990, Atlanta, GA 30326, in Fulton County. The initial registered agent of the Corporation at such address shall be Gerardo M. Balboni, II

**IV.**

The name and address of the incorporator is:

Erick H. Rock  
Balboni Law Group LLC  
3475 Lenox Road, N.E.  
Suite 990  
Atlanta, GA 30326

**V.**

The mailing address of the initial principal office of the Corporation is:

Ernest Communications, Inc.  
c/o Erick H. Rock  
Balboni Law Group LLC  
3475 Lenox Road, N.E.  
Suite 990  
Atlanta, GA 30326

**VI.**

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission

occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Georgia Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.


## VII.

Any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

## VIII.

The Corporation shall have the power, acting through its Board of Directors, to make distributions of its assets to its shareholders out of its capital surplus and to repurchase its shares out of its unreserved and unrestricted capital surplus available therefor.

11<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
day of May, 1998.



Erick H. Rock, Incorporator



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 21, 2002

6015-031-1

ERNEST COMMUNICATIONS, INC.  
6475 JIMMY CARTER BLVD, STE 300  
NORCROSS, GA 30071

RE ERNEST COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE LICENSE FOR THE ABOVE NAMED CORPORATION TO  
TRANSACTION BUSINESS IN THIS STATE.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE  
COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-12.45/13.60**APPLICATION FOR REINSTATEMENT  
of  
DOMESTIC OR FOREIGN CORPORATIONSFile # 6015 0311

(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

MAR 21 2002

JESSE WHITE  
SECRETARY OF STATE**SUBMIT IN DUPLICATE!**This space for use by  
Secretary of StateDate 3/21/02

Filing Fee \$ 100.00

Approved: [Signature]

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) Corporate name as of the date of issuance of the certificate of dissolution or revocation:

Ernest Communications, Inc.

- (b) Corporate name as changed: \_\_\_\_\_

(Note 1)

- (c) If a foreign corporation having a certificate of authority under an assumed corporate name restriction, the assumed corporate name: \_\_\_\_\_

(Note 2)

2. State of Incorporation:
- Georgia

3. Date that the certificate of dissolution or revocation was issued:
- 2/1/2000

4. Name and address of the Illinois registered agent and the Illinois registered office, upon reinstatement: (Note 3) NOTICE! Completion of item #4 does not constitute a registered agent or office change. See note #3 on back of this form.

Registered Agent

National Registered Agents Inc.  
First Name Middle Name Last Name

Registered Office

208 South LaSalle Street, Suite 1855  
Number Street Suite # (A P.O. Box alone is not acceptable)  
Chicago, IL 60604  
City ZIP Code County

5. This application is accompanied by all delinquent report forms together with the filing fees, franchise taxes, license fee and penalties required.

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in
- BLACK INK**
- .)

Dated

6/6

(Month &amp; Day)

2001

(Year)

Ernest Communications Inc.

(Exact Name of Corporation)

attested by

Pamela M. Ernest  
(Signature of Secretary or Assistant Secretary)

by

[Signature]  
(Signature of President or Vice President)Pamela Ernest  
(Type or Print Name and Title)Paul Masters - President  
(Type or Print Name and Title)